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RECORDATION NO. 15596-Q FILED

DEC 07 '05 3-10 PM

SURFACE TRANSPORTATION BOARD
OF COUNSEL
URBAN A. LESTER

December 6, 2005

Mr. Vernon A. Williams
Secretary
Surface Transportation Board
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Assignment and Bill of Sale, dated as of December 6, 2005, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Equipment Trust Agreement previously filed with the Commission under Recordation Number 15596.

The names and addresses of the parties to the enclosed document are:

Assignor: U.S. Bank National Association
Goodwin Square
225 Asylum Street, 23rd Floor
Hartford, Connecticut 06103

Assignee: ORIX USA Corporation
600 Town Park Lane, Suite 400
Kennesaw, Georgia 30144

Mr. Vernon A. Williams
December 6, 2005
Page 2

A description of the railroad equipment covered by the enclosed document
is:

30 locomotives: CSXT 5950 – CSXT 5961 and NS 4800 – NS 4817.

A short summary of the document to appear in the index is:

Assignment and Bill of Sale.

Also enclosed is a check in the amount of \$33.00 payable to the order of
the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the
undersigned.

Very truly yours,



Robert W. Alvord

RWA/anm
Enclosures

DEC 07 '05 3-10 PM

SURFACE TRANSPORTATION BOARD

ASSIGNMENT AND BILL OF SALE

Reference is hereby made to the following 30 General Electric Dash 8-40B diesel electric locomotives (the "Equipment") bearing the following road numbers:

CSXT 5950	NS 4800	CSXT 5956	NS 4806	NS 4812
CSXT 5951	NS 4801	CSXT 5957	NS 4807	NS 4813
CSXT 5952	NS 4802	CSXT 5958	NS 4808	NS 4814
CSXT 5953	NS 4803	CSXT 5959	NS 4809	NS 4815
CSXT 5954	NS 4804	CSXT 5960	NS 4810	NS 4816
CSXT 5955	NS 4805	CSXT 5961	NS 4811	NS 4817

Reference is further made to the following documents:

- Participation Agreement #1 dated as of April 1, 1988, among the Consolidated Rail Corporation, a Pennsylvania corporation ("Lessee"), the Equipment Trust Trustee, ORIX USA Corporation ("ORIX"), as Owner Participant (in such capacity, the "Owner Participant") and the Owner Trustee, as such Participation Agreement may from time to time be amended or modified in accordance with the terms of the Equipment Trust Agreement (the "Participation Agreement") (in addition to terms defined elsewhere herein, capitalized terms used herein and not otherwise defined herein shall have the meaning given to such terms in the hereinafter defined Equipment Trust Agreement and Participation Agreement and the term: (i) "Equipment Trust Trustee" means the Bank of New York, a New York banking corporation and successor in interest to Mercantile-Safe Deposit and Trust Company, not in its individual capacity but solely as equipment trust trustee under the hereinafter defined Equipment Trust Agreement, and each other Person which may from time to time be acting as Equipment Trust Trustee in accordance with the provisions of the Equipment Trust Agreement, and (ii) "Owner Trustee" means U.S. Bank National Association, a national banking association and successor in interest to The Connecticut National Bank, not in its individual capacity but solely as trustee under the hereinafter Trust Agreement, and each other Person which may from time to time be acting as Owner Trustee in accordance with the provisions of the Trust Agreement)
- Equipment Trust Agreement #1 dated as of April 1, 1988, between the Owner Trustee and the Equipment Trust Trustee (as amended, the "Equipment Trust Agreement")
- Trust Agreement #1 dated as of April 1, 1988, between the Owner Participant and the Owner Trustee (the "Trust Agreement")
- Lease Agreement #1 dated as of April 1, 1988, between the Owner Trustee and Lessee (as amended, the "Lease")
- Purchase Agreement dated November 5, 1987 between the Lessee and General Electric Company, as Seller

- Purchase Agreements Assignment dated as of April 1, 1988 between the Lessee and the Owner Trustee, with the Consent and Agreement dated as of April 1, 1988, by Trinity Industries, Inc.
- Tax Indemnity Agreement #1 dated as of April 1, 1988 between Owner Participant and Lessee
- Amendment #1 to Equipment Trust Agreement #1 and Lease Agreement #1 dated April 26, 1988 among the Owner Trustee, the Equipment Trust Trustee and the Lessee ("Amendment No. 1")
- Amendment #2 to Lease Agreement #1 dated as of April 13, 1989 between Owner Trustee and Lessee ("Amendment No. 2")
- Amendment Agreement in respect of 1988 Equipment Trust Certificates, Series A, dated August 25, 1998 among Lessee, Owner Participant and the Owner Trustee
- Amendment Agreement No. 2 in respect of 1988 Equipment Trust Certificated, Series A, dated as of August 12, 2004 among Lessee, Owner Participant and the Owner Trustee
- Sublease of Railroad Equipment PRR-L586 dated as of August 27, 2004 between Lessee and PRR Newco, Inc. ("Sublease PRR-L586")
- Assumption Agreement PRR-L586 dated as of August 27, 2004 by Norfolk Southern Railway Company in favor of Lessee
- Assignment of Sublease PRR-L586 dated as of August 27, 2004, by Lessee in favor of Owner Trustee
- Reassignment of Sublease PRR-L586 by Owner Trustee in favor of the Equipment Trust Trustee ("Reassignment PRR-L586")
- Memorandum of Sublease and Assignment PRR-L586, by Lessee, PRR Newco., Inc. and Norfolk Southern Railway Company
- Sublease of Railroad Equipment NYC-L586 dated as of August 27, 2004 between Lessee and NYC Newco, Inc. ("Sublease NYC-L586")
- Assumption Agreement NYC-L586 dated as of August 27, 2004 by CSX Transportation, Inc. in favor of Lessee
- Assignment of Sublease NYC-L586 dated as of August 27, 2004, by Lessee in favor of Owner Trustee
- Reassignment of Sublease NYC-L586 by Owner Trustee in favor of the Equipment Trust Trustee ("Reassignment NYC-L586")
- Memorandum of Sublease and Assignment NYC-L586, by Lessee, NYC Newco., Inc. and CSX Transportation, Inc.
- The other Operative Documents (as defined in the Participation Agreement)

The Certificates and all other obligations under the Equipment Trust Agreement have been fully paid and performed. ORIX and the Owner Trustee, for good and valuable consideration the receipt and sufficiency of which is acknowledged, hereby agree as follows:

(1) ORIX and the Owner Trustee hereby assign, transfer and convey to RLH1 LLC, a Delaware limited liability company ("Buyer") all of their rights, title and interest in and to each Item of Equipment and the Operative Documents, including without limitation all of the Owner Trustee's right, title and interest in and to each Item of Equipment (including without limitation the Locomotives), the Lease and all of the other Operative Documents.


(2) ORIX AND THE OWNER TRUSTEE EACH HEREBY EXPRESSLY DISCLAIMS ANY GUARANTEE, REPRESENTATION OR WARRANTY, WHETHER WRITTEN, ORAL, EXPRESS OR IMPLIED (EXCEPT FOR THE REPRESENTATIONS AND WARRANTIES SET FORTH HEREIN OR THE REPRESENTATIONS AND WARRANTIES OF ORIX SET FORTH IN THE PURCHASE AGREEMENT DATED AS OF DECEMBER [], 2005 BETWEEN ORIX AND BUYER OR THE OTHER "TRANSFER DOCUMENTS" (AS SUCH TERM IS DEFINED IN SUCH PURCHASE AGREEMENT), AS TO CONDITION, DESIGN, VALUE, OPERATION, MERCHANTABILITY OR FITNESS FOR A PARTICULAR PURPOSE OF THE LOCOMOTIVES, THE QUALITY OF THE MATERIAL OR WORKMANSHIP OF THE LOCOMOTIVES, THE CONFORMITY OF THE LOCOMOTIVES TO THE PROVISIONS AND SPECIFICATIONS OF ANY PURCHASE ORDER OR INVOICE RELATING THERETO, THE FREEDOM OF THE LOCOMOTIVES FROM ANY LATENT OR OTHER DEFECTS (WHETHER OR NOT DISCOVERABLE) OR ANY OTHER GUARANTEE, REPRESENTATION OR WARRANTY WHATSOEVER, WHETHER WRITTEN, ORAL, EXPRESS OR IMPLIED, WITH RESPECT TO THE CONDITION OF THE LOCOMOTIVES.

This instrument shall be binding upon the Owner Trustee and ORIX and inure to the benefit of Buyer and its successors and assigns.

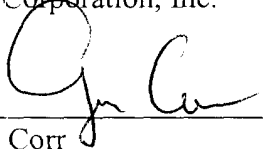
THIS INSTRUMENT, INCLUDING ALL MATTERS OF CONSTRUCTION, VALIDITY AND PERFORMANCE, SHALL IN ALL RESPECTS BE GOVERNED BY, AND CONSTRUED IN ACCORDANCE WITH, THE LAWS OF THE STATE OF NEW YORK APPLICABLE TO CONTRACTS MADE IN SUCH STATE AND TO BE PERFORMED ENTIRELY WITHIN SUCH STATE, WITHOUT GIVING EFFECT TO PRINCIPLES RELATING TO CONFLICTS OF LAW.

IN WITNESS WHEREOF, the Owner Trustee and ORIX have duly executed this instrument as of December [], 2005.

U.S. Bank National Association, not in its individual capacity but solely as Owner Trustee

By: 
Name: Arthur L. Blakeslee
Title: Vice President

ORIX USA Corporation, Inc.

By: 
Name: Gary Corr
Title: Authorized Representative

STATE OF Georgia)
) SS
COUNTY OF Cobb)

On this 5th day of December 15, 2005, before me personally appeared Gary Corr, to me personally known, who, being by me duly sworn, did say that he/she is the Authorized Representative of ORIX USA Corporation, Inc., a Delaware corporation, and that the foregoing instrument was signed on behalf of said association by authority of its Board of Directors, and said [P. J. (S)] acknowledged said instrument to be the free act and deed of said association.

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed my official seal in the County and State aforesaid, the day and year first above written.

[SEAL]

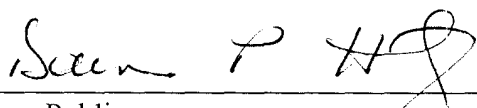
P. J. (S)
Notary Public
Notary Public, Cobb County, Georgia
My Commission Expires April 9, 2008

STATE OF CONNECTICUT)
) SS
COUNTY OF HARTFORD)

On this __ day of December , 2005, before me personally appeared Arthur L. Blakeslee, to me personally known, who, being by me duly sworn, did say that he/she is the Vice President of U.S. Bank National Association, and that the foregoing instrument was signed on behalf of said association by authority of its Board of Directors, and said Vice President acknowledged said instrument to be the free act and deed of said association.

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed my official seal in the County and State aforesaid, the day and year first above written.

[SEAL]



Notary Public
DAWN P. HEINTZ
NOTARY PUBLIC
MY COMMISSION EXPIRES MAY 31, 2007